

799000092474

CONRAD & SCHERER  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

WILLIAM R. SCHERER, P.A.  
GARY S. GENOVESE, P.A.  
WILLIAM V. CARCIOPPOLO, P.A.  
LINDA R. SPAULDING, P.A.  
REID A. COCALIS, P.A.  
W. EARL HALL, P.A.  
RONALD A. FITZGERALD  
JAMES F. CARROLL  
PAUL R. LARKIN, JR.  
DOMINIC L. BRANDY

ALBERT L. FREVOLA, JR.  
WILLIAM R. SCHERER, III  
VANESSA A. REYNOLDS  
DOUGLAS T. MARX  
JANINE R. KALAGHER  
JAMES A. EPSTEIN  
ANGEL PETTI  
NICHOLAS W. ROMANELLO  
SHARI L. MCCARTNEY  
CATHERINE M. RODRIGUEZ  
WENDY A. DELVECCHIO  
SUSANNE E. PARKER  
DAVID P. YON

OF COUNSEL  
REX CONRAD  
MARK J. LEEDS  
MIKEL D. JONES\*  
ANDREW S. MAURODIS  
JOHN M. MILLEDGE  
JOEL STOCKER

\*ADMITTED IN NEW JERSEY,  
PENNSYLVANIA &  
WASHINGTON, D.C. ONLY

EIGHTH FLOOR  
633 SOUTH FEDERAL HIGHWAY  
POST OFFICE BOX 14723  
FORT LAUDERDALE, FLORIDA 33302  
BROWARD (954) 462-5500  
DADE (305) 944-0131  
PALM BEACH (561) 736-0118  
FACSIMILE (954) 463-9244

44 WEST FLAGLER STREET  
SUITE 402  
MIAMI, FLORIDA 33130  
TELEPHONE (305) 856-9920

PLEASE REPLY TO:

Fort Lauderdale  
August 25, 1999

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

800002972008--5  
-08/27/99--01041--016  
\*\*\*\*122.50 \*\*\*\*78.75

Re: Articles of Incorporation  
Hall's Nursery, Inc.

Dear Sirs:

Enclosed please find an original and two copies of the  
Articles of Incorporation of Hall's Nursery, Inc.

Also enclosed is a check in the amount of \$122.50 to cover the  
filing fee and the return of a certified copy.

Thank you for your consideration in this matter.

Very truly yours,

W. Earl Hall

W. EARL HALL  
For the Firm

WEH:ajv  
Enclosure

EFFECTIVE DATE

10-18-99

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 OCT 20 AM 8:10

FILED

T BROWN OCT 21 1999

799-20255



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 31, 1999

W. EARL HALL  
CONRAD & SCHERER  
P.O. BOX 14723  
FORT LAUDERDALE, FL 33302

SUBJECT: HALL'S NURSERY INC.  
Ref. Number: W99000020255

We have received your document for HALL'S NURSERY INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Teresa Brown  
Corporate Specialist

Letter Number: 899A00043481

LAW OFFICES  
**CONRAD & SCHERER**  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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19 WEST FLAGLER STREET  
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MIAMI, FLORIDA 33130  
TELEPHONE (305) 856-9920

PLEASE REPLY TO:

Fort Lauderdale  
October 18, 1999

Teresa Brown,  
Corporate Specialist  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Subject: Hall's Nursery Inc.  
Ref. No: W99000020255

Dear Ms. Brown:

In connection with the above-referenced matter, enclosed please find an original and one of the Articles of Incorporation of Hall's Tropical Nursery, Inc.

Please file same and forward a copy to me, along with your letter of acknowledgment.

Thank you for your attention to this matter. If there is any additional information you may need in order to comply with this request, please do not hesitate to contact me.

Very truly yours,

*W. Earl Hall*

W. EARL HALL  
For the Firm

WEH:dak  
Enclosure

EFFECTIVE DATE  
10-18-99

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**ARTICLES OF INCORPORATION  
OF  
HALL'S TROPICAL NURSERY, INC.**

---

FILED  
99 OCT 20 AM 8:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, make, subscribe, acknowledge, and file with the Secretary of State of Florida, these Articles of Incorporation for the purpose of forming a for profit corporation in accordance with the laws of the State of Florida.

**[ARTICLE I - NAME]**

The name of the corporation shall be HALL'S TROPICAL NURSERY, INC.

**[ARTICLE II - PLACE OF BUSINESS]**

The principal place of business shall be situated at 3255 E Road, Loxahatchee, Florida 33470, and said corporation shall have the right and privilege of establishing, operating, and doing business in such other counties of the State of Florida and in such other states of the United States and foreign countries as the Board of Directors may from time to time order and establish.

**[ARTICLE III - NATURE OF BUSINESS]**

The general nature of the business to be transacted by this corporation is as follows:

To engage in the business of owning and operating a wholesale and retail plant nursery.

Buying, loaning money upon, selling, transferring, assigning, discounting, borrowing money upon the pledging as collateral, and otherwise dealing as principal agent or broker in bills of lading, warehouse receipts, evidence of deposit and storage of personal property, bonds, stocks, promissory notes, commercial paper accounts, mortgages on real or personal property, pledges on personal property, and other indebtedness of persons, firms, or corporations, and owning, holding, or conveying such real estate as may be necessary in the operation of its business, and purchasing, acquiring, and holding shares of stock in other corporations, domestic and foreign, and doing all things incidental thereto; to do a general brokerage business, to buy, sell and deal in all kinds of listed and unlisted stocks and bonds on commission; to act as agent or factor for any person, firm or corporation, but not for the purpose of carrying on the business of banking, insurance, or the operation of railroads, or the discounting of bills and notes, or the buying and selling of bills of exchange.

To manufacture, purchase, and otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things specified in Sections 607.0101 to 607.1907 of the Florida Statutes, and to have and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at the time hereafter be amended and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do,

either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the corporation to carry on any business, exercise any power, or do any act which the corporation may not under the laws of the State of Florida, lawfully carry on, exercise or do.

The purpose and powers specified in the clauses contained in this Article are to be construed both as purposes and powers, and shall, except when otherwise expressed in this Article, be in no wise limited or restricted by reference to or inference from the terms of any other clause of this, or of any other Article of this Certificate, but each of the purposes and powers specified in this Article shall be regarded as independent purposes and powers; and the speculation herein contained of particular powers is not intended to be, and shall not be held to be, in limitation of the general powers herein contained or in limitation of the powers granted to corporations under the laws of the State of Florida, but it is intended to be, and shall be held to be, in furtherance thereof.

#### **ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) per value common stock. No shareholder of the

corporation shall enter into a voting trust agreement or any other type agreement vesting in another authority to exercise the voting power of any or all of her stock.

No shareholder of the corporation shall enter into a voting trust agreement or any other type agreement vesting in another authority to exercise the voting power of any or all of his stock.

If any shareholder of the corporation becomes legally disqualified to render professional services as a dentist within the State of Florida, or accept employment that places legal restrictions or limitations upon his or her ability to continue to render service to the corporation as a dentist, he or she shall then sever all employment and financial interest in the corporation and liquidate or transfer his or her stock interest therein.

#### **[ARTICLE V - VOTING POWERS]**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

#### **[ARTICLE VI: DURATION]**

This corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these articles.



**[ARTICLE VII: - INITIAL ADDRESS]**

The post office address of the corporation shall be 3255 E Road, Loxahatchee, Florida 33470.

**[ARTICLE VIII - DIRECTORS]**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one.

**[ARTICLE IX - INITIAL DIRECTOR]**

The name and street address of the first member of the Board of Directors, who is of full age and is a citizen of the United States, and who shall hold office for the first year of the corporation's existence, or until her successor is elected and has qualified is as follows:

Edward Hall  
3072 N. W. 20th Court  
Fort Lauderdale, FL 33311

**[ARTICLE X - INCORPORATOR]**

The name and address of the Incorporator executing these Articles of Incorporator is as follows:

EDWARD HALL	3072 N. W. 20th Court Fort Lauderdale, FL 33311
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**[ARTICLE XI - REGISTERED AGENT]**

Edward Hall, 3072 N. W. 20th Court, Fort Lauderdale, Florida 33311, is hereby named Registered Agent for this corporation, to be its agent, and to accept service of process within the State of Florida.

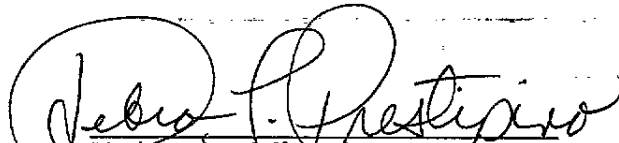
**[ACKNOWLEDGEMENT]**

The undersigned incorporator, for the purpose of forming this corporation to do business within the State of Florida, does make and file these Articles of Incorporation hereby declaring and certifying that the facts contained herein are true.

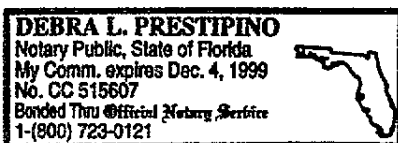
  
EDWARD HALL

BEFORE ME, the undersigned authority, personally appeared EDWARD HALL, who is personally known to me, and who executed the above.

SWORN TO AND SUBSCRIBED before me this 18 day of October, 1999.

  
Notary Public

My commission expires:




**ACKNOWLEDGEMENT OF REGISTERED AGENT**

The undersigned hereby accepts designation as the Registered Agent for Service of Process upon the corporation whose registered office is located at 3072 N. W. 20th Court, Fort Lauderdale, Florida 33311, and agrees to comply with the provision of law applicable to said designation.

  
EDWARD HALL

BEFORE ME, the undersigned authority, personally appeared EDWARD HALL, who is personally known to me, and who executed the above.

SWORN TO AND SUBSCRIBED before me this 18 day of October, 1999.

  
Notary Public

My commission expires:

